1. **Name**  
The name of the Association shall be "THE NEW ZEALAND ASSOCIATION OF MUSCULOSKELETAL MEDICINE INCORPORATED"

2. **Definitions and Interpretation**  
2.1 In this Constitution unless the context dictates otherwise: "RTC" for the purposes of this Constitution and Rules means any mode of telecommunications by which all users can exchange information instantly or with a negligible latency and may include for example: teleconferencing, video conferencing and/or VoIP (internet telephone).

2.2 **Headings**: Clause and other headings are for ease of reference only and shall not be deemed to form any part of the context or to effect the interpretation of this document;

2.3 **Plural and singular**: Words importing the singular will include the plural and vice versa;

2.4 **Schedules**: The schedules to this document and the provisions and conditions contained in the schedules have the same effect as if set out in the body of this document;

2.5 **Parties**: Reference to parties are reference to parties of this document;

2.6 **Sections, clauses and schedules**: Reference to sections, clauses and schedules are references to this document's sections, clauses and schedules;

2.7 **Persons**: Reference to persons include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

2.8 **Defined Expressions**: Expressions defined in the main body of this document bear the defining meaning in the whole of this document including the background;

2.9 **Negative Obligations**: Any obligation not to do anything includes an obligation not to suffer, permit or cause that thing to be done;

2.10 **Gender**: words importing one gender shall include the other gender; and

2.11 **Statutes and Regulations**: References to a statute include reference to regulations, orders or notices made under or pursuant to such statute and references to a statute or regulation include references to all amendments to that statute or regulation whether by
subsequent statute or otherwise and a statute or regulation passed in substitution for the statute or regulation referred to or incorporating any of its provisions.

3. **Objects**
   The objects for which the Association is established are:-

   (a) To promote the science and art of musculoskeletal and manipulative medicine and their integration with general medical disciplines

   (b) To encourage research into manipulative medicine and branches of medicine relevant thereto

   (c) To promote the teaching of musculoskeletal medicine and manipulation

   (d) To further these objects by holding meetings both professional and social; by cooperation and, where possible, close association with other Associations both national and international; by arranging demonstrations of manipulative medicine; by encouraging articles and papers to be written by members and circulating copies thereof to all members and to other interested persons

   (e) To publish, or caused to be published, any journal periodical or other literature dealing with the Association’s activities or any other matter pertaining to the above objects

   (f) To purchase take on lease or otherwise acquire upon such terms as it may think fit any real or personal property or any rights or privileges either necessary or convenient for the purpose of the Association and to erect maintain improve or alter any buildings premises or works as the Association may require

   (g) To borrow or raise money with or without security including the power to give mortgages or other securities on any of the real and personal property of the Association

   (h) To invest and deal with the funds of the Association upon such securities in such manner and upon such terms and conditions as the Association may from time to time determine

   (i) To sell lease exchange mortgage or otherwise deal with all or any of the real and personal property of the Association at such times and in such manner as the Association may from time to time determine

4. **Membership**

   (a) Except as provided in Rule 5 hereof membership of the Association shall be limited to Medical Practitioners registered in New Zealand

   (b) The membership of the Association shall consist of five classes namely :-
Honorary Life Members
Honorary Members
Associate Members
Ordinary Members

5. **Honorary and Honorary Life Members**
The Association may in General Meeting elect as an Honorary or Honorary Life Member any person or persons who have rendered signal service to the Association. Such members shall have full privileges including that of voting as ordinary members of the Association but shall be exempt of all dues fees or subscriptions. No Honorary or Honorary Life Member shall be elected unless recommended by the Committee.

6. **Associate Members**
Medical Practitioners with adequate qualification but not registered in New Zealand shall be eligible at the discretion of the Committee for election as Associate Members. Associate Membership shall confer all privileges of membership except voting rights. The subscription shall be the same as that for full membership.

7. **Ordinary Members**
Each candidate for membership of the Association shall be proposed by a financial member of the Association and must be personally known to such proposer. The proposal must state the name and address of the person so proposed for membership and shall be signed by the proposer and seconded by another member of the Association. The proposal so completed shall be handed or sent to the Secretary of the Association who shall as soon as convenient put the same before the Committee. New Members shall be elected by the Committee and shall be voted on by ballot if demanded by any Committee member. The quorum for a Committee meeting where the election of members is to take place shall be not less than three and no person shall be elected as a member of the Association unless not less than two-thirds of the Committee present at such meeting vote accordingly. Notice of the election of a candidate to membership of the Association shall be forwarded to such member by the Secretary within seven days of such members election together with a demand for the entrance fee if any and the Annual Subscription due to the Association. All meetings and proceedings concerning the election of any person proposed for membership shall be strictly confidential and no member of the Association or the Committee shall be questioned thereon.

8. **Resignation of Members**
Any member may resign from membership by giving to the Secretary notice in writing to that effect and every such notice shall unless otherwise expressed or agreed to by the Committee take effect that the expiration of seven days after the giving of such notice by any such retirement shall not release the member from payment of any such subscription or levy due or payable by him at the date of his retirement. Upon so resigning a member shall forfeit all his rights and interest in the property of the Association.

9. **Expulsion of Members**
Any member that in the opinion of the Committee is no longer fit to be a member of the Association shall require a Special Meeting of the Committee to be convened to enquire into the matter and the member whose conduct is in question shall be summoned to
attend and wait upon such meeting. Such member if he attends shall be informed of the charge against him and after hearing any explanation or defence and such evidence as such member may desire to call or if such member shall fail to attend the meeting then in his absence the Committee if it finds such conduct to have been injurious or prejudicial as aforesaid may either :-

(a) Admonish such member or

(b) Call upon such member to resign and in default of his resignation being received within seven days of the same being demanded then the Committee may by a majority of not less than four-fifth of the members present at a subsequent meeting of the Committee at which the matter is again considered expel such member and he shall forthwith without releasing him from any antecedent liability to the Association cease to be a member

(c) The Committee shall be the sole judge of what constitutes misconduct or breach of the rules prejudicial to the Association's interests and it shall have power to lay down regulations dealing with the conduct and discipline of members

(d) The quorum for a meeting of the Committee at which any member is expelled shall be not less than six

(e) All meetings and proceedings concerning the expulsion of a member shall be strictly confidential and no member of the Association or the Committee shall be questioned thereon

10. **The Financial Year**
   The financial year of the Association shall end on the 31st day of March in each year or on such date as the Association in General Meeting may from time to time decide. Any member who has failed to pay his dues by this date may, at the discretion of the Committee be removed from the list of membership and any person so removed shall forfeit all his right and interests in the property of the Association.

11. **Alteration of Rules**
   (a) These rules may be altered added to rescinded or otherwise varied or amended by a resolution passed by a majority of not less than two-thirds of the members present and voting at the Annual General Meeting or at a Special General Meeting duly convened

   (b) Any member desiring an alteration of these Rules shall give notice thereof in writing to the Secretary at least twenty one days before the meeting at which it is intended to propose such alteration addition rescission variation or amendment

   (c) The Secretary shall give at least fourteen days notice to members of such meeting and shall set forth in the Notice convening such meeting the purport of the proposed alteration addition rescission variation or amendment
(d) If any such alteration addition rescission variation or amendment shall be duly passed duplicate copies of the same signed by at least three members of the Association shall forthwith be delivered by the Secretary to the Registrar of Incorporated Societies in accordance with the requirements of the Act

MEETINGS

12. Annual General Meeting

1. The Annual General Meeting of the Members of the Association shall be held once in every calendar year. The Committee shall determine the time place and the availability of RTC at any Annual General Meeting for the following purposes :-

(a) To receive the Annual Report and Statement of Accounts for the preceding year

(b) To elect Association officers and members to the Committee for the ensuing year

(c) To appoint an Auditor if necessary under Clause 12. 1(f)

(d) To consider Notices of Motion provided that if the carrying of any such proposed Motion would materially affect any of the above mentioned business then such Motion shall be dealt with prior to such business

(e) General business

(f) Any two fully paid up Members of the Association may request, in writing, an audit of the Statement of Accounts. The Executive Committee shall forthwith appoint a properly qualified Auditor to audit the books of the Association and to report to the Treasurer within 60 days. The audited accounts will then be forwarded to the Members so making the request. The Auditor may be paid for his/her services.

2. Fourteen days clear notice in writing shall be given to members of the Annual General Meeting together with an Agenda for the business to be transacted thereat (including Notices of Motion) and together with a copy of the Annual Report and Statement of Accounts for the past year

3. No business other than that stated shall be transacted at such Meeting unless notice shall have been given to the Secretary at least fourteen days prior to the Meeting

13. Special General Meetings

1. The President may order a Special General Meeting for such time, place and advise as to the availability of RTC as he/she may think fit and it shall be the duty of the Secretary to call such a Special General Meeting

(a) On receipt of a requisition in writing to that effect stating the business to be transacted thereat and signed by :-

(i) The President or
(ii) Three members of the Committee or
(iii) Ten members of the Association and

(b) When otherwise required to do so by these Rules

(c) Such meetings so called shall be summoned to be held within twenty one days from the receipt of such requisition by the Secretary.

(d) In the event of the Secretary refusing or neglecting to convene a Special General Meeting when requisitioned so to do the Members signing the requisition may convene the meeting forthwith.

2. Not less than seven clear days before any such Special General Meeting a notice thereof and of the business to be transacted thereat shall be given to every member and no business other than that of which notice has been so given shall be brought forward at such meeting except such business as shall in the opinion of at least two-thirds of the members present directly arise therefrom PROVIDED ALWAYS that in the event of the President desiring that a meeting to be held to deal with a matter of urgency the meeting may be called on notice given to the members not less than forty-eight hours prior to the time fixed for the holding of such meeting. The Committee shall determine what constitutes urgency.

3. Quorum – The quorum necessary for the Annual General Meeting or a Special General Meeting shall be not less than ten (10) members of the Association present or utilising RTC.

14. Service of Notices
Every notice required to be given to the members of any of them shall be deemed to have been duly given if:

(a) Posted; or
(b) Personal delivery; or
(c) Email; or
(d) Facsimile; or
(e) Advertisement in the daily press; and

no meeting nor any resolution passed shall be invalidated by reason of the fact that any member shall not have received notice of any meeting.

15. Procedure of Meetings

(a) At all General Meetings the Chair shall be taken by the President or in his absence by any other duly elected Chairman

(b) Voting – At all General meetings every member present (including members using RTC) shall be entitled on every motion to one vote and in the case of an equality of votes the Chairman shall have a casting as well as a deliberative vote.
(c) **Mode of Voting** – The mode of voting on all questions (other than elections) at all General Meetings shall be by the voices, or if the Chairman or any other three or more members shall require by a show of hands and the declaration of the Chairman that any resolution has been carried shall be deemed conclusive evidence of the fact unless a poll is demanded by at least five members immediately after the Chairman’s declaration when the vote is taken on the voices or on show of hands.

(d) The Mode of Voting on all elections at general meetings where the nominations exceed the vacancies (including the election of Honorary Life Members) shall be by secret ballot for which purpose a returning officer and a sufficient number of assistants and scrutineers shall be appointed at the meeting. In any such ballot every note cast shall be for the full number to be elected otherwise the vote shall be deemed to be informal. In case of an equality of votes for any one vacancy the same shall be decided by lot.

(e) Every question shall be decided by a majority of votes unless otherwise specifically provided.

(f) **Proxies** – Each member shall be entitled to appoint another member as proxy by notice given to the Chairman no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed. A proxy vote may be recorded only in relation to the particular resolution or matter specified on the notice.

(g) A member or proxy is not entitled to vote unless all money due and payable by the member or proxy to the Association has been paid.

16. **Appointment of Officers**

The Honorary Officers of the Association shall consist of :-

1. One President  
   One President elect  
   One Honorary Secretary  
   One Honorary Treasurer

2. The members of the Committee whose constitution and appointment is defined and provided for in the next succeeding Rule hereof

17. **The Committee**

(a) The affairs and business of the Association shall be controlled and managed by the Committee which shall consist of :-

The President  
The President elect  
The Honorary Secretary  
The Honorary Treasurer  
The Past President  
Three general Committee Members  
Ex-officio member Australasian Faculty of Musculoskeletal Medicine
(b) The committee shall be removable as a body or as to an individual member or members thereof and also any Honorary Officer of the Association may be removed by a majority of not less than two-thirds of the financial members of the Association present and entitled to vote at a Special General Meeting called for that purpose and in case such a removal shall be effected the members present at such meeting shall then and there fill the vacancy or vacancies thereby arising or elect a new Committee to hold office and carry on the business of the Associated until the next succeeding Annual General Meeting of the Association.

(c) Any casual vacancy on the Committee or among the officers of the Association may be filled by the Committee or the remaining members of the Committee as the case may be and any person so appointed shall hold office until the next Annual General Meeting.

(d) The first meeting of the Committee shall be called by the Secretary at the direction of the President for such time and at such place as he shall determine and thereafter the Committee shall meet at such times and places as it shall think fit and it shall be the duty of the Secretary to call such meetings for such times and places as may be required by the Chairman or by any three members of the Committee.

(e) Should the office of Secretary be vacant or should the Secretary be absent or incapacitated or fail within five days to call a meeting of the Committee when duly requested so to do in accordance herewith any officer or committee man may call such meeting and any such meeting shall be deemed to have been validly called as if called by the Secretary.

(f) At its first meeting the Committee shall elect its own Chairman and may appoint such sub-committees for the year as it deems fit and may delegate to such sub-committees from time to time such powers as the Committee shall think fit.

(g) An ex-officio member from the Australasian Faculty of Musculoskeletal Medicine is entitled to be a member of the Committee with voting rights.

18. Proceedings and Committee

1. At all meetings of the Committee voting shall be by voice or if called for by not less than two members by show of hands or by such other methods as the Committee shall there and then decide. Every question shall be decided by a majority of votes unless otherwise provided in these Rules. On all questions the Chairman shall have a deliberative vote and in the case of equality of votes he shall have a further casting vote.

2. At all meetings of the Committee not less than three members shall constitute a quorum. If within half an hour after the time fixed for the commencement of such meeting there is not a quorum the meeting shall stand adjourned to the same day and hour of the following week when those present at such adjourned meeting shall be competent to transact all business before the meeting notwithstanding that there may be less than three members present.

3. A member of the Committee shall cease to hold office :-
(a) If he ceases to be a member of the Association

(b) If he absents himself from three consecutive meetings of the Committee without leave or reasonable cause being shown or

(c) If he shall resign his office by notice in writing to the Secretary accordingly

4. In the event of any vacancy on the Committee arising out of the preceding paragraph the remaining members of the Committee shall have power to appoint a member of the Association to fill the causal vacancy on the Committee until the next Annual General Meeting and any committee member so appointed shall retire at the next Annual General Meeting together with the rest of the Committee but all or any of the retiring Committee shall be eligible for re election

19. **Powers of Committee**

1. The Committee shall have complete and entire management and control of the affairs concerns and business of the Association and may exercise all such powers of the Association as are not by the Act or by these rules required to be exercised by the Association in General Meeting subject nevertheless to these rules to the provisions of the Act to such regulations not being inconsistent with these rules and provisions as may from time to time be prescribed by the Association in General Meeting provided that no regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if the regulation had not been subsequently made

2. Without prejudice to the generality of the powers conferred by the preceding clause hereof, the Committee shall have the following powers :-

(a) To control invest and manage the funds and property of the Association but subject to any special directions of the Association in General Meeting and to incur such liabilities as may be necessary in connection therewith

(b) To acquire dispose of lease hire borrow lend mortgage or in any other way to deal with or in any real or personal property in pursuance of all or any of the objects of the Association

(c) To appoint from its own members or otherwise such Committees or sub-committees as it may deem necessary from time to time to assist it in carrying out its duties and to dissolve any such sub-committee or from time to time to change the personnel thereof by revoking the appointment thereto of any member with or without appointing a substitute

(d) At the commencement of each Association year to fix and determine the amount of the annual subscription to be paid by the members with power to vary such amount according to the age or special circumstances of any member and to fix such figure as the Committee may deem proper to be the entrance fee for persons applying for membership during the year and to limit or determine the maximum number of members for that year
(e) To impose on any member whose subscription shall not have been paid by the 31st day of March in any year a fine or penalty not exceeding ten per cent of the amount of such arrears

(f) To determine regulate and control the use by members of the Association facilities and to control the social activities of the Association

(g) To hold enquiries into all matters questions and disputes affecting the welfare of the Association and its members and to conduct such enquiries in such manner as it may deem proper or expedient. The decision of the committee in all such matters questions and disputes shall be final and conclusive

(h) To determine all questions or disputes as to the construction or interpretation of these Rules or any regulations or by-law made hereunder or of any expression therein and to make decisions on any matters relating to the affairs of the Association which are not or in the opinion of the Committee are not provided for by these rules or by any regulation or by-law made hereunder and it may if it deems fit so to do report the matter with its decision to a General Meeting of the Association for confirmation

(i) To make alter or revoke standing orders for the conduct of meetings

(j) To institute conduct defend compromise or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association

(k) To claim sue for and recover in the name of the Association or otherwise all or any of the subscriptions or other moneys due to the Association by any member or other person

(l) From time to time to make regulations and by-laws not inconsistent with these Rules as it may think necessary or expedient for the purpose of carrying out these Rules and for the well being of the Association and for regulating its own proceedings and defining the duties of any of the officers of the Association in so far as such duties are not defined by these Rules and also from time to time to alter amend or rescind the same PROVIDED THAT any regulation made under this power may be reviewed by the Association in General Meeting

(m) To exercise and do all and whatsoever may be deemed necessary or advantageous for attaining all or any of the objects of the Association
20. **Indemnity**
The Committee and officers and each and every one of them respectively shall be fully indemnified by and out of the funds of the Association against any loss damage expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any one of them for any act properly done omitted or suffered in relation to the performance or professed performance of any of their official duties.

21. **Common Seal**
The Committee shall provide a common seal for the Association and such seal shall not be affixed to any deed or document except by order of the Committee. Every deed or other document to which the seal of the Association is required to be affixed shall be signed by two members of the Committee for the time being and the Secretary for the time being of the Association. The Secretary of the Association shall be responsible for the safe keeping of the common seal.

22. **Control and Use of Funds**

1. All moneys received by or on behalf of the Association shall forthwith be paid to the credit of the account or accounts of the Association at such Bank or Banks as the Committee may from time to time appoint
2. The working and current expenses of the Association shall be paid out of such accounts from time to time by the Treasurer on the direction of the Committee
3. All cheques and withdrawals drawn on any such accounts shall be signed on behalf of the Association by any one of the following officers :-
   
   (a) The Honorary Secretary or
   (b) The Honorary Treasurer

4. Any negotiable instrument paid to the credit of the Association’s account or for the purposes of collection only may be endorsed on behalf of the Association by either the Chairman of the Committee or the Secretary or the Treasurer

5. The Committee may from time to time invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of the funds of the Association which will not be required for the immediate business of the Association

23. **Borrowing Powers**
The Association shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures bonds mortgages or any other security founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as shall seem fit to the Committee who shall also be entitled to exercise such powers to borrow or raise money.

24. **Payment for Services**
No member shall receive any profit or emolument from the Association otherwise than as a salaried officer or for professional services or for such work performed at the request of the Committee and for which the Committee has agreed on a fixed sum for remuneration therefore.
25. **Registered Office**
The registered office of the Association shall be at such place as the Committee shall from time to time appoint.

26. **The Winding Up**
The Association may be wound up in the manner provided by the Incorporated Societies Act 1908 or any amendment thereto or any Act passed in substitution therefore.

27. **Disposition of Surplus Assets**
In the event of the dissolution or winding up of the Association the surplus assets and funds available after the payment of the Association’s liabilities and the expenses of winding up shall be disposed of in such manner as the Association shall by Special Resolution determine.
THE NEW ZEALAND ASSOCIATION OF MUSCULOSKELETAL MEDICINE INCORPORATED

ALTERATION OF RULES

Pursuant to Rule 10 of the Rules of the Society the registered Rules of the Society are hereby altered as follows:

1. **RULE 3 (a)** is hereby altered by inserting before the words “Membership of the Association” the following words – “Except as provided in Rule 5 hereof”.

2. **RULE 6** is hereby altered by adding before the word “three” in line 9 thereof and before the words “two-thirds” in line 10 thereof the words – “not less than”.

3. **RULE 8 (b)** is hereby altered by adding before the words “four-fifth” in line 3 thereof the words – “not less than”.

4. **RULE 8 (d)** is hereby altered by adding before the word “six” in the last line thereof the words – “not less than”.

5. **RULE 10 (a)** is hereby altered by adding before the words “two-thirds” in line 2 thereof the words - “not less than”.

6. **RULE 11 1.** is hereby altered by deleting from the second line thereof the words “not later than the 31st day of July in each year” and substituting therefore the words – “once in every calendar year”.

7. **RULE 12 2.** is hereby altered by inserting before the words “seven clear days” the words – “not less than”.

8. **RULE 14 (c)** is hereby altered by adding after the word “three” in the third line thereof the words – “or more”.

9. **RULE 16 (b)** is hereby altered by adding before the words “two-thirds” in the third line thereof the words – “not less than”.

10. **RULE 17 1.** is hereby altered by adding before the word “two” in the second line thereof the words –
"not less than".

11. **RULE 17.2.** is hereby altered by adding after the word “three” in line 1 thereof the words – “not less than”.

Dated: 28th March 2011

Name: G Thompson
Member

Name: L Hotzhausen
Member

Name: G Collinson
Member
THE NEW ZEALAND ASSOCIATION OF MUSCULOSKELETAL MEDICINE INCORPORATED

ALTERATION OF RULES

Pursuant to Rule 10 of the Rules of the society the registered Rules of the Society are hereby altered as follows:

Rule 12.3

3. Quorum – The quorum necessary for the Annual General Meeting or a Special General Meeting shall be not less than fifteen members of the Association personally present

Be changed to: Quorum – The quorum necessary for the Annual General Meeting or a Special General Meeting shall be not less than 10 members personally present or present in real time by telecommunications (Altered SGM 6/03/12)

Dated: 28th May 2012

Name: Michael Cleary
Member

Name: G Collinson
Member

Name: C Ng
Member

DJT-224139-19-V2
Pursuant to Rule 10 of the Rules of the society the registered Rules of the Society are hereby altered as follows:

1. **Rule 16 (a)** is hereby altered by deleting the word “two” and inserting the word “three” in line seven.

2. **Rule 16 (a)** is hereby altered by adding the words “The Past President” after line four and before line five.

Dated: AGM 2013

Name: Michael Cleary
Member

Name: G Collinson
Member

Name: L Holtzhausen
Member
THE NEW ZEALAND ASSOCIATION OF MUSCULOSKELETAL MEDICINE INCORPORATED

ALTERATION OF RULES

Pursuant to Rule 10 of the Rules of the society the registered Rules of the Society are hereby altered as follows:

1. **Rule 12.1 (a)** is hereby altered by deleting the words “duly audited by the Honorary Auditor”

2. **Rule 12.1(c)** is hereby altered by deleting the words “To appoint an Honorary Auditor for the ensuing year such Auditor to hold no other office in the Association” and inserting the words “To appoint an Auditor if necessary under Clause 12. 1(f)”

3. **Rule 12.1** is hereby altered to insert a new clause (f) to read “Any two fully paid up Members of the Association may request, in writing, an Audit of the Statement of Accounts. The Executive Committee shall forthwith appoint a properly qualified Auditor to audit the books of the Association and report to the Treasurer within 60 days. The audited accounts will then be forwarded to the Members so making the request. The Auditor may be paid for his/her services.

4. **Rule 16.1** is hereby altered to delete “One Honorary Auditor who shall hold no other office in the Association”

Date: 6th October 2017

Name: Dr Mark Johnston
Member

Name: Dr Jenny Keightley
Member

Name: Dr Lucy Holtzhausen
Member